

LC0720408

Date Filed: 8/7/2014

Jason Kander

Missouri Secretary of State



## State of Missouri

Jason Kander, Secretary of State

Corporations Division  
PO Box 778 / 606 W. Main St., Rm. 322  
Jefferson City, MO 65102Statement of Change of Registered Agent and/or Registered Office  
By a Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company

## Instructions

1. This form is to be used by either a for profit or nonprofit corporation or a limited liability company to change either or both the name of its registered agent and/or the address of its existing registered agent.
2. There is a \$10.00 fee for filing this statement.
3. PO Box may only be used in conjunction with a physical street address.
4. Agent and address must be in the State of Missouri.
5. The corporation may not act as its own agent.

Charter #: LC07204081. The name of the business entity is Green America Recycling, LLC

2. The address, including street and number, of its present registered office (before change) is

14755 North Outer 4th, Suite 514 Chesterfield, MO 63107  
Address City/State/Zip

3. The address, including street and number, of its registered office is hereby changed to:

221 Bolivar Street Jefferson City, MO 65101  
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip4. The name of its present registered agent (before change) is: Mark W. Stricker5. The name of the new registered agent is: CSC - Lawyers Incorporating Service Company

Authorized signature of new registered agent must appear below:

T. J. O'Brien Assoc. V.P. (TIMOTHY T. O'BRIEN)  
(May attach separate originally executed written consent to this form in lieu of this signature)

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. The change was duly authorized by the business entity named above.

In Affirmation, thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040: RSMo)

Authorized signature of officer, member, manager or, if applicable, chairman of the board.

Secretary

Title

Anne Benedict

Printed Name

08/01/14

Date

Name and address to return filed document:

Name: Anne BenedictAddress: 1550 Wynkoop Street, 3rd FloorCity, State, and Zip Code: Denver, CO 80202

ORI-08182014-0308 State of Missouri

No of Pages 1 Page



Change Agent/Address



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200512511666  
LC0007160  
Date Filed: 05/02/2005  
Robin Carnahan  
Secretary of State

**Statement of Change of Registered Agent and/or Registered Office  
By a Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company**

Instructions

1. This form is to be used by either a for profit or nonprofit corporation or a limited liability company to change either or both the name of its registered agent and/or the address of its existing registered agent.
2. There is a \$10.00 fee for filing this statement.
3. P.O. Box may only be used in conjunction with a physical street address.
4. Agent and address must be in the State of Missouri.
5. The corporation may not act as its own agent.

Charter No. LC0007160

(1) The name of the business entity is: CONTINENTAL CEMENT COMPANY, L.L.C.

(2) The address, including street and number, of its present registered office (before change) is:

15455 CONWAY RD STE 315

CHESTERFIELD MO 63017

*Address*

*City/State/Zip*

(3) The address, including street and number, of its registered office is hereby changed to:

14755 NORTH OUTER 40, SUITE 514

CHESTERFIELD MO 63017-6050

*Address*

*(P.O. Box may only be used in conjunction with a physical street address)*

*City/State/Zip*

(4) The name of its **present** registered agent (before change) is: SCOTT T. SOUCY

(5) The name of the **new** registered agent is: MARK W. STRIEKER

Authorized signature of new registered agent must appear below:

Mark W. Strieker

*(May attach separate originally executed written consent to this form in lieu of this signature)*

(6) The address of its registered office and the address of the office of its registered agent, as changed, will be identical.

(7) The change was duly authorized by the business entity named above.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

R. Michael Johnson  
*Authorized signature of officer or, if applicable, chairman of the board*

R. MICHAEL JOHNSON

*Printed Name*

PRESIDENT

04/28/05

*Title*

*month/day/year*

Name and address to return filed document:

Name: MARK W. STRIEKER

Address: 14755 NORTH OUTER 40, SUITE 514

City, State, and Zip Code: CHESTERFIELD, MO 63107

State of Missouri  
Change/Resignation of Agent 1 Page(s)



T0512313561



**State of Missouri**  
**Robin Carnahan, Secretary of State**

File Number: 200605990182  
LC0720408  
Date Filed: 02/28/2006  
Robin Carnahan  
Secretary of State

## Articles of Organization

1. The name of the limited liability company is:

**Green America Recycling, LLC**

2. The purpose(s) for which the limited liability company is organized:

**The transaction of any lawful business for which a limited liability company may be organized under the Missouri Limited Liability Company Act, Chapter 347 RSMo.**

3. The name and address of the limited liability company's registered agent in Missouri is:

**Mark W. Strieker**

*Name*

**14755 North Outer 40, Suite 514, Chesterfield MO 63107**

*Address*

4. The management of the limited liability company is:

☒ Manager

☐ Member

5. The duration (period of existence) for this limited liability company is:

**Perpetual**

6. The name(s) and street address(es) of each organizer:

**Mark L. Stoneman, One Metropolitan Square, Suite 2600, St. Louis MO 63102**

**In Affirmation thereof, the facts stated above are true and correct:**

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

**Mark Stoneman**

*(Organizer Name)*

# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF ORGANIZATION

WHEREAS,

*Green America Recycling, LLC*  
*LC0720408*

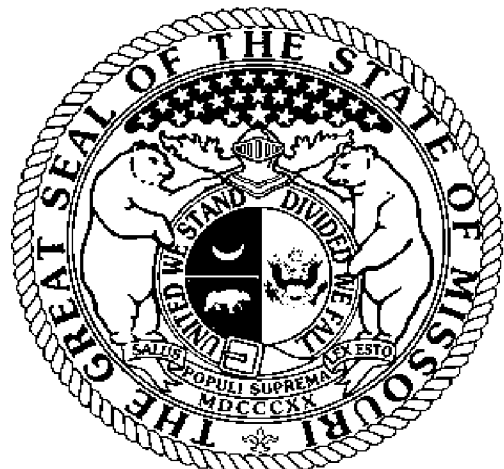
filed its Articles of Organization with this office on the February 28, 2006, and that filing was found to conform to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do certify and declare that on the February 28, 2006, the above entity is a Limited Liability Company, organized in this state and entitled to any rights granted to Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the February 28, 2006.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Date Filed: 05/27/2010

Robin Carnahan

Secretary of State

**NOTICE OF MERGER**

OF

**CONTINENTAL CEMENT COMPANY, L.L.C.**  
(a Missouri limited liability company)

WITH AND INTO

**CONTINENTAL CEMENT COMPANY, L.L.C.**  
(a Delaware limited liability company)

Continental Cement Company, L.L.C., a limited liability company formed and existing under the laws of the State of Delaware, hereby certifies as follows:

**FIRST:** The name and jurisdiction of formation or organization of each of the constituent entities of the merger (collectively, the "Constituent Entities") are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Continental Cement Company, L.L.C. ("Missouri LLC")	Missouri
Continental Cement Company, L.L.C. ("CCC")	Delaware

**SECOND:** The Agreement and Plan of Merger between Continental Cement Company, L.L.C., a Missouri limited liability company, and Continental Cement Company, L.L.C., a Delaware limited liability company, dated as of May 27, 2010, (the "Merger Agreement"), pursuant to which Missouri LLC will merge with and into CCC (the "Merger") and pursuant to which CCC will be the surviving entity (the "Surviving Entity"), has been authorized and approved by each of the Constituent Entities in accordance with the provisions of Section 347.720 of the Missouri Revised Statutes.

**THIRD:** The Merger shall be effective at the date and time that the Merger becomes effective in Delaware, the Surviving Entity's state of incorporation (the "Effective Time").

**FOURTH:** The name of the Surviving Entity shall be Continental Cement Company, L.L.C. The registered office of the Surviving Entity shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the registered agent at such address shall be The Corporation Trust Company.



**FIFTH:** At the Effective Time of the Merger, the Certificate of Formation of CCC, as in effect immediately prior to the Effective Time of the Merger, shall be the Certificate of Formation of the Surviving Entity, until thereafter amended or modified as provided therein or by applicable law.

**SIXTH:** At the Effective Time of the Merger, the Surviving Entity agrees that it is subject to service of process in the State of Missouri in any proceeding for enforcement of any obligation of Missouri LLC and for enforcement of any obligation of the Surviving Entity arising from the Merger, and hereby irrevocably appoints the Secretary of State of the State of Missouri as its agent to accept service of process in any such proceeding, and a copy of the process shall be mailed to Surviving Entity at 2900 K Street NW, Suite 450, Washington, DC 20007.

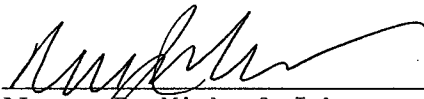
**SEVENTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Entity. The address of such place of business is 2900 K Street NW, Suite 450, Washington, DC 20007.

**EIGHTH:** A copy of the Merger Agreement shall be furnished by the Surviving Entity, on request and without cost, to any member of the Constituent Entities.

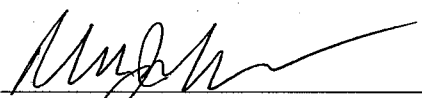
[Remainder of page intentionally left blank.]

IN AFFIRMATION THEREOF, each Constituent Entity has caused these articles of merger to be signed by an authorized officer, the 27<sup>th</sup> day of May, 2010.

CONTINENTAL CEMENT COMPANY, L.L.C., a  
Delaware limited liability company

By:   
Name: R. Michael Johnson  
Title: CEO

CONTINENTAL CEMENT COMPANY, L.L.C., a  
Missouri limited liability company

By:   
Name: R. Michael Johnson  
Title: CEO

# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONTINENTAL CEMENT COMPANY, L.L.C.", A MISSOURI LIMITED LIABILITY COMPANY,

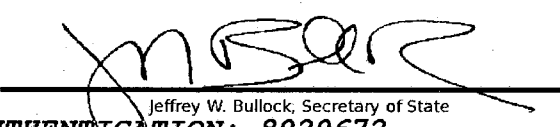
WITH AND INTO "CONTINENTAL CEMENT COMPANY, L.L.C." UNDER THE NAME OF "CONTINENTAL CEMENT COMPANY, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 2010, AT 10:26 O'CLOCK A.M.

4819018 8100M

100584808

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8020672

DATE: 05-27-10



**CERTIFICATE OF MERGER**

**OF**

**CONTINENTAL CEMENT COMPANY, L.L.C. (a Missouri limited liability company)**

**WITH AND INTO**

**CONTINENTAL CEMENT COMPANY, L.L.C. (a Delaware limited liability company)**

**May 27, 2010**

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware, Continental Cement Company, L.L.C., a Delaware limited liability company ("CCC"), does hereby certify the following information relating to the merger of Continental Cement Company, L.L.C., a Missouri limited liability company ("Continental"), with and into CCC (the "Merger"), with CCC (the "Surviving Company") surviving the Merger.

**FIRST:** That the name and state of formation of CCC and Continental are as follows:

<u>Name</u>	<u>State of Formation</u>
Continental Cement Company, L.L.C.	Missouri
Continental Cement Company, L.L.C.	Delaware

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement") between CCC and Continental, dated as of May 27, 2010, has been approved, adopted and executed by each of CCC and Continental in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.

**THIRD:** That Continental Cement Company, L.L.C. shall be the name of the Surviving Company.

**FOURTH:** That this Certificate of Merger shall be effective upon filing with the Secretary of State of the State of Delaware.

**FIFTH:** That the executed Merger Agreement is on file at the office of the Surviving Company, the address of which is 2900 K Street NW, Suite 450, Washington, DC 20007.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of any constituent limited liability companies.

IN WITNESS WHEREOF, Continental Cement Company, L.L.C. has caused this Certificate of Merger to be executed by its duly authorized officer as of the date and year first written above.

CONTINENTAL CEMENT COMPANY, L.L.C

By: 

Name: R. Michael Johnson

Title: CEO

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF MERGER FOREIGN ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

***CONTINENTAL CEMENT COMPANY, L.L.C. -- LC0007160***

***INTO:***

***CONTINENTAL CEMENT COMPANY, L.L.C. -- A Delaware Limited Liability Company not qualified***

Organized and existing under the laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned with

***CONTINENTAL CEMENT COMPANY, L.L.C. -- A Delaware Limited Liability Company not qualified***

as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware.

Effective date: ***May 27, 2010***

IN TESTIMONY WHEREOF, I hereunto

set my hand and cause to be affixed the

GREAT SEAL of the State of Missouri.

Done at the City of Jefferson, this

27th day of May, 2010.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

